

Hearing Date and Time: April 30, 2013 at 10:00 AM (ET)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

Chapter 11

Case No. 12-12020 (MG)

Jointly Administered

**DECLARATION OF MARK A. STRAUSS IN FURTHER SUPPORT OF
OBJECTION OF PLAINTIFFS IN *ROTHSTEIN, ET AL. v. GMAC MORTGAGE, LLC, ET
AL.*, No. 12-CV-3412-AJN (S.D.N.Y.) TO THE MOTION OF ALLY FINANCIAL, INC.
AND ALLY BANK FOR AN ORDER ENFORCING THE AUTOMATIC STAY
PURSUANT TO 11 U.S.C. § 362(A)(3) BY (1) ENJOINING PROSECUTION OF ALTER
EGO AND VEIL-PIERCING CLAIMS IN *ROTHSTEIN*, AND (2) DECLARING SUCH
CLAIMS VOID *AB INITIO*; AND CROSS-MOTION FOR AN ORDER GRANTING
RELIEF FROM THE AUTOMATIC STAY PURSUANT TO 11 U.S.C. § 362(D) TO THE
EXTENT ANY CLAIMS ASSERTED BY PLAINTIFFS ARE SUBJECT TO THE
AUTOMATIC STAY**

I, Mark A. Strauss, declare:

1. I am a member of the Bar of the State of New York and admitted to practice before
this Court. I am a member of the law firm Kirby McInerney LLP, counsel for Plaintiffs Landon

Rothstein, Jennifer Davidson, Robert Davidson, and Ihor Kobryn in the action *Rothstein et al. v. GMAC Mortgage, LLC, et al.*, 1:12-cv-03412 (AJN) (S.D.N.Y.).

2. I submit this declaration in further support of the Objection of Plaintiffs in *Rothstein, Et Al. v. GMAC Mortgage, LLC, Et Al.*, No. 12-CV-3412-AJN (S.D.N.Y.) (“*Rothstein*”) to the Motion of Ally Financial, Inc. and Ally Bank for an Order Enforcing the Automatic Stay Pursuant to 11 U.S.C. § 362(A)(3) by (1) Enjoining Prosecution of Alter Ego and Veil Piercing Claims in *Rothstein*, and (2) Declaring Such Claims Void *Ab Initio*, and Cross-Motion for an Order Granting Relief from the Automatic Stay Pursuant to 11 U.S.C. § 362(D) to the Extent Any Claims Asserted by Plaintiffs are Subject to the Automatic Stay.

3. Attached hereto as Exhibit 1 is a true and correct copy of the *Rothstein* docket as of April 2, 2012.

4. Attached hereto as Exhibit 2 is a true and correct copy of the Second Amended Class Action Complaint filed in *Rothstein* on January 23, 2013. (ECF No. 39).

5. Attached hereto as Exhibit 3 is a true and correct copy of selected pages from the Form 10-K filed by Ally Financial, Inc. on March 1, 2013.

6. Attached hereto as Exhibit 4 is a true and correct copy of “Exhibit 2 - Organizational Charts” attached to the Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Proceedings. *In re Residential Capital*, 12–12020 (MG) (Bankr. S.D.N.Y. May 14, 2012) (ECF No. 6-02).

7. Attached hereto as Exhibit 5 are true and correct copies of selected pages from the QBE Insurance Group 2012 Annual Report, wherein QBE states that it owns 100% of Newport Management Company.

Dated: New York, NY
April 2, 2012

KIRBY MCINERNEY LLP

By: /s/ Mark A. Strauss
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